

**AGENDA**  
**CORPORATIONS COMMITTEE**

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**Office of California Secretary of State**  
**Friday, March 3, 2006**  
**9:30 a.m. to 12:00 p.m.**

**I. ADMINISTRATIVE MATTERS [10 MIN.]**

1. Opening remarks and announcements: Stokdyk/Gemello
2. Approval of minutes: Willner/Sostrin

**II. AGENCY AND LIAISONS' REPORTS [40 MIN.]**

1. Securities and Exchange Commission: Tyson
2. NASD: Webber
3. Department of Corporations: LeBas/Monahan
4. Secretary of State: Bogart
5. Office of Governmental Affairs: Doyle
6. BLS Committee liaison reports
  - Corporate Law Departments: Harmon
  - Cyberspace Law: Wood
  - Financial Institutions: Occhiolini
  - Non-Profit Corporations: Sawyers
  - Partnerships and LLCs: Skinner
  - UCC: Hong
  - Executive Committee: Kelso

**III. SUBCOMMITTEE REPORTS [40 MIN.]**

1. Legislation: Delfino
  - ALP re Corporate Disclosure Act: Deming/Harmon/Gemello/Stokdyk
  - New Legislation Update: Delfino
  - ALP re Jury Waivers (Section 631): Delfino/Hsu/Occhiolini/Sostrin
  - SB 1207: McDowell/Wong/Harmon/Gemello  
[To be discussed in Ongoing Projects]
  - Proposed Topics for New ALPs
2. Communications/Website: Serepca/Sostrin
  - Extranet
  - Website
  - E-bulletins

3. Education/Publications: Weakley
  - Report on CLE Teleconference on Shareholder Voting: Weakley  
Potential BLN Article on Shareholder Voting
  - Update on Pending Projects: Weakley  
Handbook for Incorporating a Business in California (Weakley)  
BLN Article – 2005 Legislative Update (Davis)
  - CLE Teleconference on Attorney-Client Privilege: Wood/Hazen
4. Litigation: Wood

**IV. ONGOING PROJECTS [50 MIN.]**

1. SB 1207/Majority Vote Discussion
2. Report on Section 307(b) Project: Serepca
3. Section 2115 Project: Lebrecht/Serepca/Deming
4. National Venture Capital Association Model Forms: Skinner/Weakley
5. Close Corporation Model Act: Serepca
6. ABA Task Force on Attorney-Client Privilege: Wood
7. Venture Capital Opinion Project: Heinecke/Skinner/Thompson

**V. NEW BUSINESS [10 MIN.]**

1. March leadership retreat in Monterey
2. FRE 502 Proposal

**VI. LUNCH @ SUTTER CLUB**